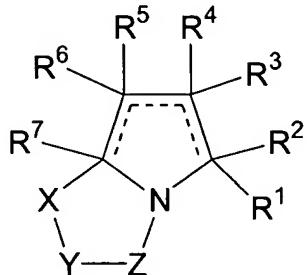


In the claims:

1. (Currently amended) A compound of Formula I:



|

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

n is 0 or 1;

r is 0 or 1;

s is 0 or 1;

u is 2, 3, 4 or 5;

a dashed line represents an optional double bond, provided that one and only one double bond is present in the ring;

X is selected from -CH₂-, CH₂CH₂-, SO₂- and C(=O)-;

Y is selected from: O, N(R⁶), S, C(=O), CH(R⁸), N(R⁶)C(=O) and N(R⁶)CH(R⁸); or

X and Y are combined to form C(R⁸)=C(R⁹);

Z is selected from: -C(=O)-, -C(=S), SO₂ and C(R⁸)(R⁹);

R¹ and R⁵ are independently selected from:

- 1) aryl,
- 2) C₁-C₆ aralkyl,

- 3) C₃-C₈ cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R², R³, R⁴, R⁶ and R⁷ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) C₁-C₆ perfluoroalkyl,
- 7) C₁-C₆ aralkyl,
- 8) C₃-C₈ cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰; or

R³ and R⁴ attached to the same carbon atom are combined to form -(CH₂)_u- wherein one of the carbon atoms is optionally replaced by a moiety selected from O, S(O)_m,

-N(R^a)C(O)-, -N(R^b)- and -N(COR^a)-;

R⁸ and R⁹ is independently selected from:

- 1) H,
- 2) (C=O)_aO_bC₁-C₁₀ alkyl,
- 3) (C=O)_aO_baryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) (C=O)_aO_b heterocyclyl,
- 7) CO₂H,
- 8) halo,
- 9) CN,
- 10) OH,
- 11) O_bC₁-C₆ perfluoroalkyl,

- 12) $O_a(C=O)_bNR^{12}R^{13}$,
- 13) $S(O)_mRa$,
- 14) $S(O)_2NR^{12}R^{13}$,
- 15) CHO,
- 16) $(N=O)R^{12}R^{13}$, and
- 17) $(C=O)_aObC_3-C_8\text{-cycloalkyl}$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R¹¹;

R¹⁰ is independently selected from:

- 1) $(C=O)_aObC_1-C_{10}$ alkyl,
- 2) $(C=O)_aObaryl$,
- 3) C_2-C_{10} alkenyl,
- 4) C_2-C_{10} alkynyl,
- 5) $(C=O)_aOb$ heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) ObC₁-C₆ perfluoroalkyl,
- 11) $O_a(C=O)_bNR^{12}R^{13}$,
- 12) $S(O)_mRa$,
- 13) $S(O)_2NR^{12}R^{13}$,
- 14) oxo,
- 15) CHO,
- 16) $(N=O)R^{12}R^{13}$,
- 17) $(C=O)_aObC_3-C_8$ cycloalkyl, and
- 18) -OP(OH)₂;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R¹¹;

R¹¹ is selected from:

- 1) $(C=O)_rOs(C_1-C_{10})alkyl$,
- 2) $O_r(C_1-C_3)perfluoroalkyl$,

- 3) $(C_0\text{-}C_6)\text{alkylene-S(O)}_m R^a$,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) $(C=O)_r O_s (C_2\text{-}C_{10})\text{alkenyl}$,
- 9) $(C=O)_r O_s (C_2\text{-}C_{10})\text{alkynyl}$,
- 10) $(C=O)_r O_s (C_3\text{-}C_6)\text{cycloalkyl}$,
- 11) $(C=O)_r O_s (C_0\text{-}C_6)\text{alkylene-aryl}$,
- 12) $(C=O)_r O_s (C_0\text{-}C_6)\text{alkylene-heterocyclyl}$,
- 13) $(C=O)_r O_s (C_0\text{-}C_6)\text{alkylene-N(R}^b)_2$,
- 14) $C(O)R^a$,
- 15) $(C_0\text{-}C_6)\text{alkylene-CO}_2 R^a$,
- 16) $C(O)H$,
- 17) $(C_0\text{-}C_6)\text{alkylene-CO}_2 H$,
- 18) $C(O)N(R^b)_2$,
- 19) $S(O)_m R^a$,
- 20) $S(O)_2 N(R^b)_2$ and
- 21) $-OPO(OH)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, $(C_1\text{-}C_6)$ alkoxy, halogen, $CO_2 H$, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

- 1) H,
- 2) $(C=O)O_b C_1\text{-}C_{10}$ alkyl,
- 3) $(C=O)O_b C_3\text{-}C_8$ cycloalkyl,
- 4) $(C=O)O_b$ aryl,
- 5) $(C=O)O_b$ heterocyclyl,
- 6) $C_1\text{-}C_{10}$ alkyl,
- 7) aryl,
- 8) $C_2\text{-}C_{10}$ alkenyl,
- 9) $C_2\text{-}C_{10}$ alkynyl,
- 10) heterocyclyl,

- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R¹¹, or

R¹² and R¹³ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R¹¹;

R¹⁴ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) O_bC₁-C₆ perfluoroalkyl,
- 11) O_a(C=O)_bNR¹²R¹³,
- 12) S(O)_mR^a,
- 13) S(O)₂NR¹²R¹³,
- 14) oxo,
- 15) CHO,
- 16) (N=O)R¹²R¹³,
- 17) (C=O)_aO_bC₃-C₈ cycloalkyl, and
- 18) -OPO(OH)₂;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R¹¹;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one to three substituents selected from R¹⁴;

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a, optionally substituted with one to three substituents selected from R¹⁴;

~~R^e and R^{e'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R¹⁰, or~~

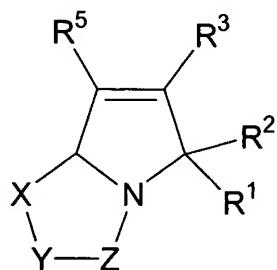
~~R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;~~

~~R^d and R^{d'} are independently selected from: (C₁-C₆)alkyl, (C₁-C₆)alkoxy and NR^b₂, or~~

~~R^d and R^{d'} can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹; and~~

~~R^e is selected from: H and (C₁-C₆)alkyl.~~

2. (Currently amended) The compound according to Claim 1 of the Formula II:



II

or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 or 1;
r is 0 or 1;
s is 0 or 1;

X is selected from -CH₂- and -CH₂CH₂-;

Y is selected from: O, N(R⁹), S, C(=O), CH(R⁸), N(R⁹)C(=O) and
-N(R⁹)CH(R⁸);

Z is selected from: -C(=O)-, -C(=S), SO₂ and C(R⁸)(R⁹),

R¹ and R⁵ are independently selected from:

- 1) aryl,
- 2) C₁-C₆ aralkyl,
- 3) C₃-C₈ cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R² and R³ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) C₁-C₆ perfluoroalkyl,
- 7) C₁-C₆ aralkyl,
- 8) C₃-C₈ cycloalkyl, and

9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R⁸ and R⁹ is independently selected from:

- 1) H,
- 2) (C=O)_aO_bC₁-C₁₀ alkyl,
- 3) (C=O)_aO_baryl,
- 4) (C=O)_aO_b heterocyclyl,
- 5) CO₂H,
- 6) halo,
- 7) CN,
- 8) OH,
- 9) O_bC₁-C₆ perfluoroalkyl,
- 10) O_a(C=O)_bNR¹²R¹³, and
- 11) (C=O)_aO_bC₃-C₈ cycloalkyl,

said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R¹¹;

R¹⁰ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) O_bC₁-C₆ perfluoroalkyl,
- 11) O_a(C=O)_bNR¹²R¹³,
- 12) S(O)_mR^a,
- 13) S(O)₂NR¹²R¹³,
- 14) oxo,

- 15) CHO,
- 16) (N=O)R¹²R¹³,
- 17) (C=O)_aO_bC₃-C₈ cycloalkyl, and
- 18) -OPO(OH)₂;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R¹¹;

R¹¹ is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 10) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 13) C(O)R^a,
- 14) (C₀-C₆)alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C₀-C₆)alkylene-CO₂H,
- 17) C(O)N(R^b)₂,
- 18) S(O)_mR^a,
- 19) S(O)₂N(R^b)₂, and
- 20) -OPO(OH)₂;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R¹² and R¹³ are independently selected from:

- 1) H,

- 2) $(C=O)ObC_1-C_{10}$ alkyl,
- 3) $(C=O)ObC_3-C_8$ cycloalkyl,
- 4) $(C=O)Obaryl$,
- 5) $(C=O)Obheterocyclyl$,
- 6) C_1-C_{10} alkyl,
- 7) aryl,
- 8) C_2-C_{10} alkenyl,
- 9) C_2-C_{10} alkynyl,
- 10) heterocyclyl,
- 11) C_3-C_8 cycloalkyl,
- 12) SO_2Ra , and
- 13) $(C=O)NRb_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R¹¹, or

R¹² and R¹³ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;

R^a is (C_1-C_6) alkyl, (C_3-C_6) cycloalkyl, aryl, or heterocyclyl;

R^b is H, (C_1-C_6) alkyl, aryl, heterocyclyl, (C_3-C_6) cycloalkyl, $(C=O)OC_1-C_6$ alkyl, $(C=O)C_1-C_6$ alkyl or $S(O)_2Ra$;

~~R^e and R^{e'} are independently selected from: H, (C_1-C_6) alkyl, aryl, heterocyclyl and (C_3-C_6) cycloalkyl;~~
~~or~~

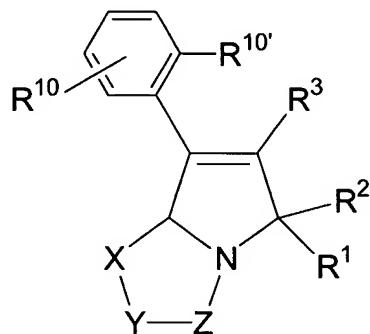
~~R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;~~

~~R^d and R^{d'} are independently selected from: (C_1-C_6) alkyl, (C_1-C_6) alkoxy and NR^b₂, or~~

~~R^d and R^{d'} can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NRE, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹; and~~

~~R^e is selected from: H and (C₁-C₆)alkyl.~~

3. (Currently amended) The compound according to Claim 2 of Formula III:



III

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

X is selected from -CH₂- and -CH₂CH₂-;

Y is selected from: O, N(R⁶), S, CH(R⁸) and N(R⁶)CH(R⁸);

Z is selected from: -C(=O)-, -C(=S)-, SO₂- and C(R⁸)(R⁹)-,

R¹ is selected from:

- 1) aryl,
- 2) C₁-C₆ aralkyl,
- 3) C₃-C₈ cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R² and R³ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) C₁-C₆ perfluoroalkyl,
- 7) C₁-C₆ aralkyl,
- 8) C₃-C₈ cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R⁸ and R⁹ is independently selected from:

- 1) —H,
- 2) —(C=O)_aO_bC₁-C₁₀ alkyl,
- 3) —CO₂H,
- 4) —halo,
- 5) —OH,
- 6) —O_a(C=O)_bNR¹²R¹³, and
- 7) —(C=O)_aO_bC₃-C₈ cycloalkyl,

said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R¹¹;

R¹⁰ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,

- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) O_bC₁-C₆ perfluoroalkyl,
- 11) O_a(C=O)_bNR¹²R¹³,
- 12) S(O)_mR^a,
- 13) S(O)₂NR¹²R¹³,
- 14) oxo,
- 15) CHO,
- 16) (N=O)R¹²R¹³,
- 17) (C=O)_aO_bC₃-C₈ cycloalkyl, and
- 18) -OPO(OH)₂;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R¹¹;

R^{10'} is halogen;

R¹¹ is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 10) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,

- 13) C(O)R^a,
- 14) (C₀-C₆)alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C₀-C₆)alkylene-CO₂H,
- 17) C(O)N(R^b)₂,
- 18) S(O)_mR^a,
- 19) S(O)N(R^b)₂, and
- 20) -OPO(OH)₂;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R¹² and R¹³ are independently selected from:

- 1) H,
- 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)O_baryl,
- 5) (C=O)O_bheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R¹¹, or R¹² and R¹³ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl;

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl; or

~~R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;~~

~~R^d and R^{d'} are independently selected from: (C₁-C₆)alkyl, (C₁-C₆)alkoxy and NR^b₂, or~~

~~R^d and R^{d'} can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members in the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹; and
R^e is selected from: H and (C₁-C₆)alkyl.~~

4. (Currently amended) The compound according to Claim 3 of the Formula III, or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

X is selected from -CH₂- and -CH₂CH₂-;

Y is selected from: O, N(R⁹), CH(R⁸) and N(R⁹)CH(R⁸);

Z is selected from: -C(=O)- and -SO₂-;

R¹ is selected from:

- 1) aryl, and
- 2) heteroaryl,

said aryl and heteroaryl is optionally substituted with one or more substituents selected from R¹⁰;

R^2 and R^3 are independently selected from:

- 1) H, and
- 2) C₁-C₁₀ alkyl,

said alkyl is optionally substituted with one or more substituents selected from R^{10} ; and

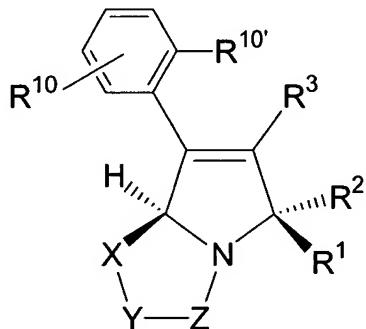
~~R^8 and R^9 is independently selected from:~~

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) OH,
- 4) NR¹²R¹³, and
- 5) C₃-C₈ cycloalkyl,

~~said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{11} ;~~

X, Y, Z, R¹⁰, R^{10'}, R¹¹, R¹², R¹³, Ra, R^b, Rc and Rc' are as described in Claim 3.

5. (Currently amended) The compound according to Claim 4 of the Formula IV,



IV

or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

- a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

X is selected from -CH₂- and -CH₂CH₂-;

Y is selected from: O, N(R⁹), S, CH(R⁸) and N(R⁹)CH(R⁸);

Z is selected from: -C(=O)- and -SO₂-;

R¹ is selected from:

- 1) aryl,
- 2) C₁-C₆ aralkyl,
- 3) C₃-C₈ cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R² is independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) C₁-C₆ perfluoroalkyl,
- 7) C₁-C₆ aralkyl,
- 8) C₃-C₈ cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R³ is H;

R⁸ is independently selected from:

- 1) H,
- 2) (C=O)_aO_bC₁-C₁₀-alkyl,
- 3) CO₂H,
- 4) halo,
- 5) OH,

- 6) $O_a(C=O)_bNR^{12}R^{13}$, and
7) $(C=O)_aO_bC_3-C_8$ -cycloalkyl,

said alkyl, aryl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R¹¹;

R¹⁰ is independently selected from:

- 1) $(C=O)_aO_bC_1-C_{10}$ alkyl,
- 2) $(C=O)_aO_b$ aryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) $(C=O)_aO_b$ heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) O_bC₁-C₆ perfluoroalkyl,
- 11) $O_a(C=O)_bNR^{12}R^{13}$,
- 12) S(O)_mR^a,
- 13) S(O)₂NR¹²R¹³,
- 14) oxo,
- 15) CHO,
- 16) (N=O)R¹²R¹³,
- 17) $(C=O)_aO_bC_3-C_8$ cycloalkyl, and
- 18) -OPO(OH)₂;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R¹¹;

R^{10'} is halogen;

R¹¹ is selected from:

- 1) $(C=O)_rO_s(C_1-C_{10})$ alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) oxo,
- 4) OH,

- 5) halo,
- 6) CN,
- 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 10) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 13) C(O)R^a,
- 14) (C₀-C₆)alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C₀-C₆)alkylene-CO₂H,
- 17) C(O)N(R^b)₂,
- 18) S(O)_mR^a,
- 19) S(O)₂N(R^b)₂, and
- 20) -OPO(OH)₂;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R¹² and R¹³ are independently selected from:

- 1) H,
- 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)Obaryl,
- 5) (C=O)Obheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyllyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R¹¹, or

R¹² and R¹³ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl;

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

~~R^e and R^{e'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl; or~~

~~R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;~~

~~R^d and R^{d'} are independently selected from: (C₁-C₆)alkyl, (C₁-C₆)alkoxy and NR^b₂, or~~

~~R^d and R^{d'} can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹; and~~

~~R^e is selected from: H and (C₁-C₆)alkyl.~~

6. (Currently amended) A compound selected from:

(±)-(5S,7aR and 5R,7aS)-7-(2,5-Difluorophenyl)- 5-phenyl-2,7a-dihydro-1H-pyrrole[1,2-c][1,3]oxazol-3-one;

(\pm)-(5*S*,7a*S* and 5*R*,7a*R*)-7-(2,5-Difluorophenyl)- 5-phenyl-2,7a-dihydro-1*H*-pyrrole[1,2-*c*][1,3]oxazol-3-one;

(\pm) 7 (2,5 Difluorophenyl) 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrole[1,2 c]imidazol 3 one;

(\pm) (5*S*,7a*R*)-7 (2,5 Difluorophenyl) 2 methyl 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrole[1,2 c]imidazol 3 one;

(\pm) (5*S*,7a*R*)-7 (2,5 Difluorophenyl) 2 ethyl 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrole[1,2 c]imidazol 3 one;

(\pm) (5*S*,7a*R*)-7 (2,5 Difluorophenyl) 2 [2 (dimethylamino)ethyl] 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrole[1,2 c]imidazol 3 one;

(\pm) (5*S*,7a*R*)-7 (2,5 Difluorophenyl) 2 [2 (diethylamino)ethyl] 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrole[1,2 c]imidazol 3 one;

(\pm) (5*S*,7a*R*)-7 (2,5 Difluorophenyl) 2 cyclopropyl 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrole[1,2 c]imidazol 3 one;

(\pm) (2*S*,5*R* and 2*R*,5*S*)-7 (2,5 Difluorophenyl) 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrole[1,2 a]pyrazin 4(1*H*) one;

(\pm) (2*S*,5*S* and 2*R*,5*R*)-7 (2,5 Difluorophenyl) 5 phenyl 1,2,5,7a tetrahydro 3*H* pyrrole[1,2 a]pyrazin 4(1*H*) one

(\pm) (6*S*,8a*R* and 6*R*,8a*S*)-8 (2,5 Difluorophenyl) 2 methyl 6 phenyl 2,3,6,8a tetrahydropyrrole[1,2 a]pyrazin 4(1*H*) one; and

(\pm) (6*S*,8a*R* and 6*R*,8a*S*)-8 (2,5 Difluorophenyl) 6 phenyl 1,2,6,8a tetrahydropyrrole[1,2 a]pyrazin 3(4*H*) one;

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

8.-10. Cancelled

11.-20. Previously cancelled

21.-22. Cancelled

23.-31. Previously cancelled

32.-33. Cancelled